

McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW
SUITE 4000
309 SMITHFIELD STREET

PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412
TELEPHONE 566-1818

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RECORDATION NO. 15630-A
FILED 1988

AUG 30 1988 - 11 15 AM JOHN A. McCANN
1891-1972

INTERSTATE COMMERCE COMMISSION
FACSIMILE:
566-1817

RECORDATION NO. 15644-F
FILED 1988
AUG 30 1988 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

August 24, 1988

RECORDATION NO. 15630-19
FILED 1988

8-243A111 AUG 30 1988 - 11 15 AM

Michael Nemeroff, Esq.
Sidley & Austin
1722 Eye Street, N.W.
Washington, D.C. 20004

RECORDATION NO. 15644-F
FILED 1988
AUG 30 1988 - 11 15 AM

AUG 30 1988

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Re: Westinghouse Credit Corporation -
Helm Financial Corporation -
Funding as of June 29, 1988

Dear Mike:

Enclosed are four (4) original counterparts of the following:

(i) Second Amendment to Security Agreement dated April 29, 1988. The original Security Agreement was recorded at ICC recordation number 1 5630;

(ii) Second Amendment to Collateral Assignment of Leases dated April 29, 1988. The original Collateral Assignment was recorded at ICC recordation number 1 5630-A;

(iii) First Amendment to Security Agreement dated as of May 19, 1988. The original Security Agreement was recorded at ICC recordation number 1 5644;

(iv) First Amendment to Collateral Assignment of leases dated as of May 19, 1988. The original Assignment was recorded at ICC recordation number 1 5644-A;

(v) Transmittal letters to ICC for each of the above-referenced documents.

These amendments are for the purpose of adding to equipment schedules pursuant to the cross collateralization provisions of the documents. Please record the enclosed documents at your earliest convenience.

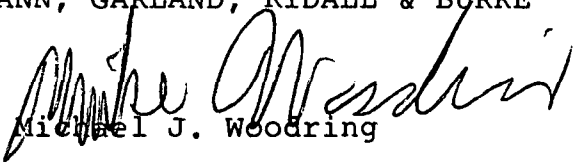
OFFICE OF
STENOGRAPHY
AUG 30 11 07 AM '88
NOTOR OPERATIONS UNIT

Please contact me if you have any questions.

Very truly yours,

MCCANN, GARLAND, RIDALL & BURKE

By



Michael J. Woodring

Enclosures

cc: William Orr

07LT28/4
82488-1600

McCANN, GARLAND, RIDALL & BURKE

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August 24, 1988

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JOHN A. McCANN
1891-1972

FACSIMILE:
(412) 566-1817

RECORDATION NO. 15630-14 Filed 1988

AUG 30 1988 - 11 12 AM

Secretary
Interstate Commerce Commission
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are three (3) executed counterparts of a First Amendment to Collateral Assignment of Leases and RMI Agreement dated as of August 19, 1988.

The amendment is to a Collateral Assignment of Leases and RMI Agreement dated as of May 19, 1988 by and between Helm Financial Corporation and Westinghouse Credit Corporation and recorded at ICC recordation number 1 5644-A.

A general description of the railroad equipment covered by by the enclosed documents is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
HT	100 ton, 3,433 cubic foot, capacity, open top hopper cars built in 1978 by The Chessie Corporation	50	HLMX 7200 - 7206, inclusive HLMX 7208-7224, inclusive HLMX 7226-7228 inclusive HLMX 7230-7232, inclusive HLMX 7534-7537, inclusive HLMX 7539, HLMX 7541-7543, inclusive, HLMX 7545-7549, inclusive, HLMX 7551-7557, inclusive.

The names and addresses of the parties to the enclosed documents are:

First Amendment to Collateral Assignment of Leases dated as of August 19, 1988.

ASSIGNOR: Helm Financial Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111

ASSIGNEE: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

A fee of \$_____ is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the documents to appear in the Index follows:

First Amendment to Assignment of Leases dated as of August 19, 1988 between Helm Financial Corporation, Assignor, One Embarcadero Center, Suite 3320, San Francisco, CA 94111, and Westinghouse Credit Corporation, Assignee, One Oxford Centre, Pittsburgh, PA 15219, covering a Lease Agreement between CIS Equipment Leasing Corporation and Tradewater Railway Company dated as of January 28, 1982 and Lease Agreement between American Leasing Investors and Westmoreland Coal Sales Company as assigned to Helm Financial Corporation as of March 31, 1988.

You are hereby authorized to deliver any and all executed copies of the Assignment not needed by the Commission, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By 

Enclosure

07LT27/67

RECORDATION NO. 15630-18

AUG 30 1988-11 15 AM

INTERSTATE COMMERCE COMMISSION

First Amendment to Collateral Assignment
of Leases and RMI Agreement

This First Amendment is made as of this 19th day of August, 1988, by and between Helm Financial Corporation, a California corporation ("Borrower") and Westinghouse Credit Corporation, a Delaware corporation ("WCC").

WHEREAS, as of May 19, 1988, Borrower and WCC entered into a Collateral Assignment of Leases and RMI Agreement ("Agreement") under which WCC made available to Borrower a loan in the amount of \$3,363,220.00. The above described indebtedness was secured by a continuing security interest in Borrower's Equipment, Lease Agreements, Purchase Order and RMI Agreement, and proceeds thereof, all as defined in a Security Agreement between the parties hereto, dated as of May 19, 1988, and was evidenced by a Secured Note ("Promissory Note") in the face amount of \$1,244,391.40.

WHEREAS, Borrower and WCC have agreed to further amend the Agreement as further set forth below.

NOW, THEREFORE, in consideration of the foregoing premises and intending to be legally bound, the parties hereto agree as follows:

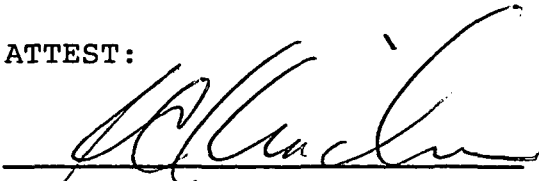
1. Schedule A to the Collateral Assignment of Leases and RMI Agreement is hereby amended by including as additional Equipment the equipment set forth in Exhibit 1 attached hereto. The original Equipment designated in Schedule A to the Agreement shall remain as Equipment for purposes of the Agreement.

2. All terms used in this First Amendment defined in the Agreement shall have the meanings set forth therein except as otherwise specified hereunder.

3. Except as otherwise specifically set forth herein, all other terms of the Promissory Note, and all other terms of the Agreement, and other loan documents referenced therein, including, but not limited to, the Security Agreement, shall remain in full force and affect as originally executed.

IN WITNESS WHEREOF, this First Amendment is duly executed on the date and year set forth above by the undersigned duly authorized representatives of Borrower and WCC.

ATTEST:


(Corporate Seal)

HELM FINANCIAL CORPORATION

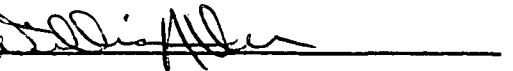
By: 

Name: William M. Peterson

Date: 8-19-88

ATTEST:

WESTINGHOUSE CREDIT CORPORATION

By: 

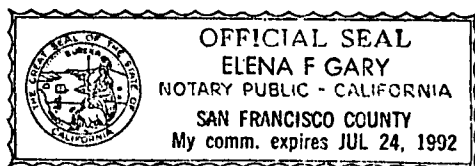
Name: William A. DeR

Date: 8-23-88

0162/DD

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) SS.

On this 19th day of August, 1988, before me, personally appeared William M. Peterson, to me personally known, who being by me duly sworn, says that he is a Executive Vice President of Helm Financial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(SEAL)

Elena F. Gary
Notary Public

STATE OF Pennsylvania)
)
COUNTY OF Allegheny) SS.

On this 23RD day of August, 1988, before me, personally appeared William A. Orr to me personally known, who being by me duly sworn, says that he is a Investment Manager of Westinghouse Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joann B. Klingler
Notary Public

(SEAL)

0162/DD

JOANN B. KLINGLER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES MAY 6, 1991
Member, Pennsylvania Association of Notaries

Schedule 1

Description of Equipment - (continued)

Fifty (50) 100-ton, 3,433-cubic-foot capacity, open top hopper cars built in 1978 by The Chessie Corporation, as further described below:

NEW ROAD NUMBER		OLD ROAD NUMBER	
HLMX	7200	UMP	7200
HLMX	7201	UMP	7201
HLMX	7202	UMP	7202
HLMX	7203	UMP	7203
HLMX	7204	UMP	7204
HLMX	7205	UMP	7205
HLMX	7206	UMP	7206
HLMX	7208	UMP	7208
HLMX	7209	UMP	7209
HLMX	7210	UMP	7210
HLMX	7211	UMP	7211
HLMX	7212	UMP	7212
HLMX	7213	UMP	7213
HLMX	7214	UMP	7214
HLMX	7215	UMP	7215
HLMX	7216	UMP	7216
HLMX	7217	UMP	7217
HLMX	7218	UMP	7218
HLMX	7219	UMP	7219
HLMX	7220	UMP	7220
HLMX	7221	UMP	7221
HLMX	7222	UMP	7222
HLMX	7223	UMP	7223
HLMX	7224	UMP	7224
HLMX	7226	UMP	7226
HLMX	7227	UMP	7227
HLMX	7228	UMP	7228
HLMX	7230	UMP	7230
HLMX	7231	UMP	7231
HLMX	7232	UMP	7232
HLMX	7534	UMP	7534
HLMX	7535	UMP	7535
HLMX	7536	UMP	7536
HLMX	7537	UMP	7537
HLMX	7539	UMP	7539
HLMX	7541	UMP	7541
HLMX	7542	UMP	7542
HLMX	7543	UMP	7543
HLMX	7545	UMP	7545
HLMX	7546	UMP	7546
HLMX	7547	UMP	7547
HLMX	7548	UMP	7548
HLMX	7549	UMP	7549
HLMX	7551	UMP	7551
HLMX	7552	UMP	7552
HLMX	7553	UMP	7553
HLMX	7554	UMP	7554
HLMX	7555	UMP	7555
HLMX	7556	UMP	7556
HLMX	7557	UMP	7557